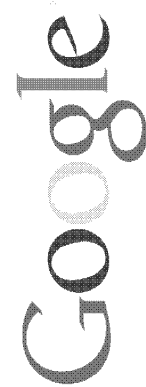


**EXHIBIT 101 TO
HARVEY DECLARATION
REDACTED VERSION**



Selling Google Compensation

Preparing and Communicating the Offer

Google Confidential and Proprietary

Agenda

Google

Overview

Preparing the Offer

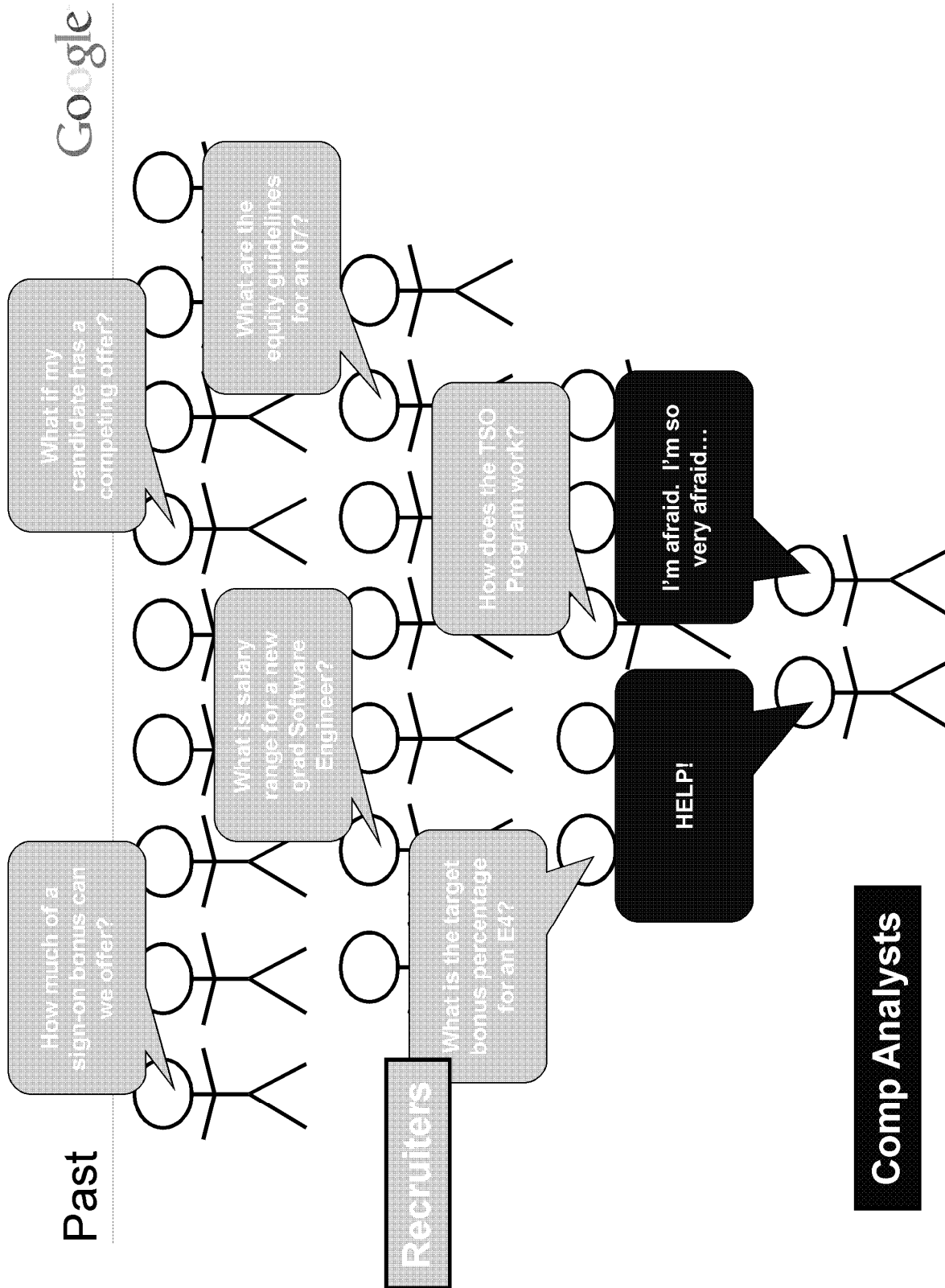
Communicating the Offer

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Overview

Previous Process, Current Process, Objectives

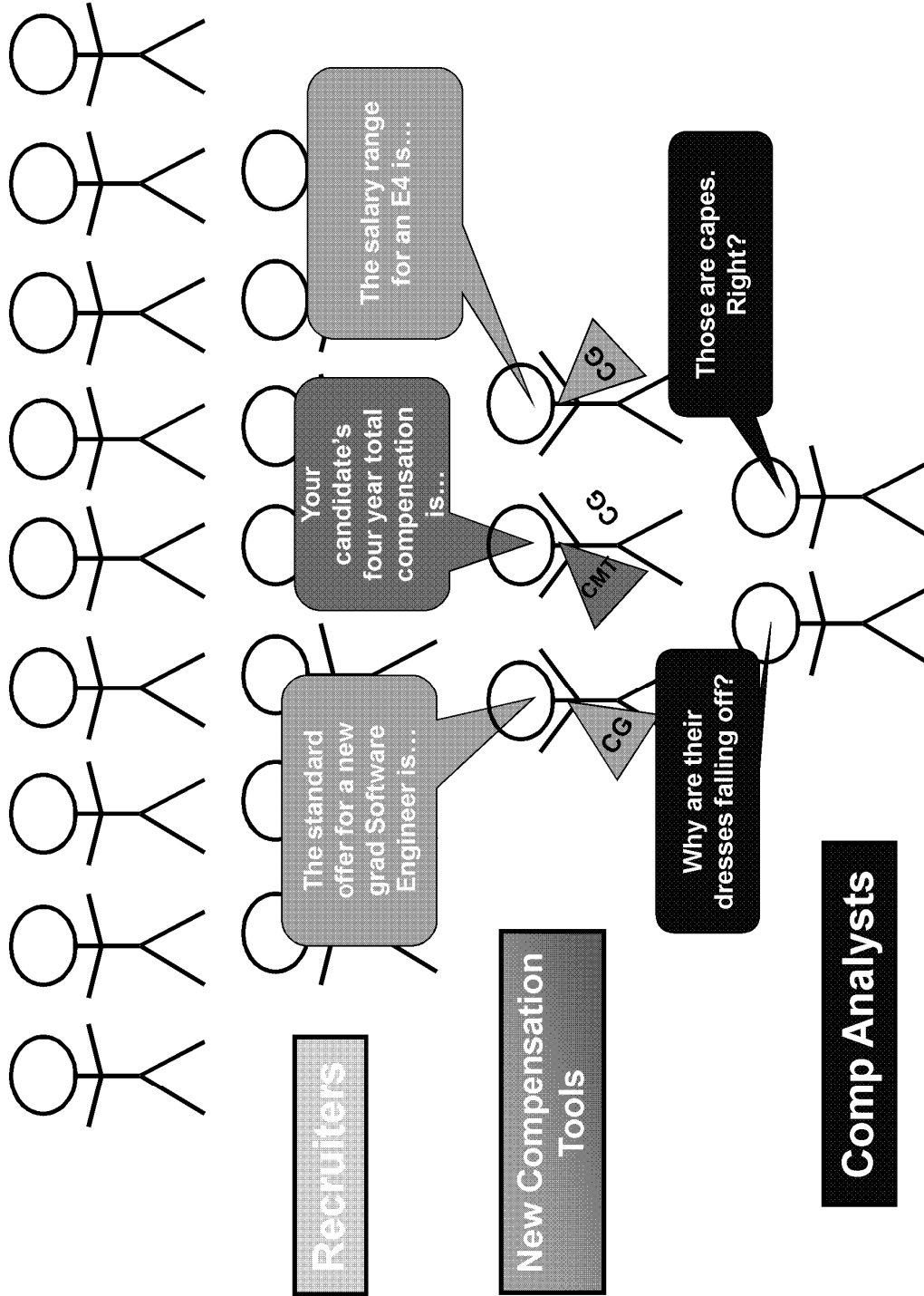
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Google

Present



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Objectives

Google

- Review best practices for preparing and communicating an offer
- Practice and become proficient calculating a candidate's total compensation
- Demo new comping tools
- Examine the various new comping processes and how to determine the appropriate steps for a particular candidate

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Preparing the Offer

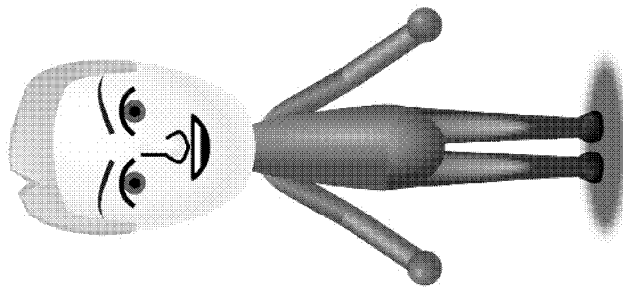
Asking the Right Questions, Calculating Comp, CompGenie,
Comping Process

Google Confidential and Proprietary

Introducing... Simon Candidate

Google

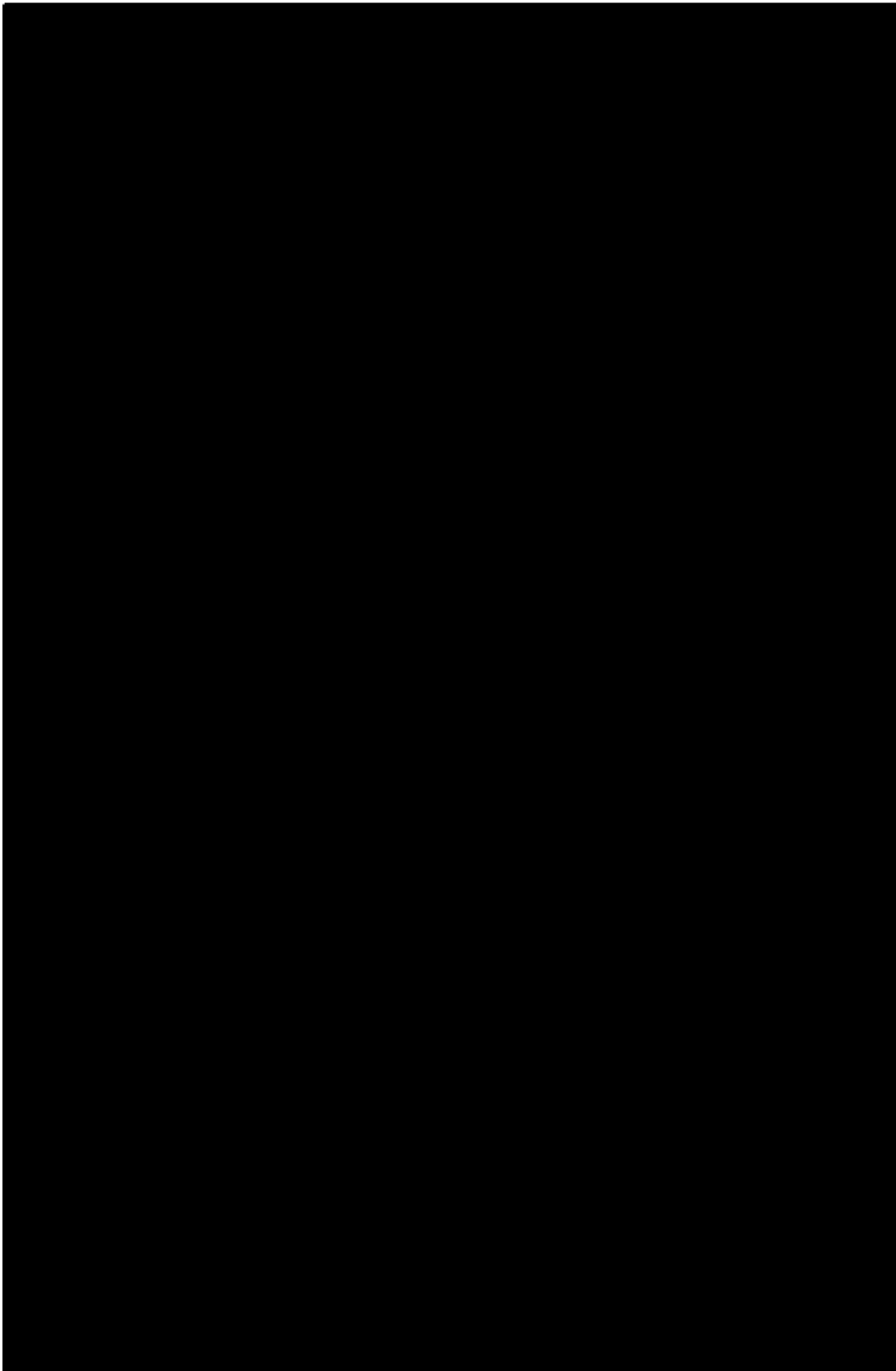
- Currently working at Sun Microsystems as a Senior Strategy and Change Management Consultant.
- Previously worked at Yahoo! and Lockheed Martin as a Technology Strategy Consultant and Software Engineer, respectively.
- Six years of related work experience
- BS, Computer Science, Massachusetts Institute of Technology
- MS, Electrical Engineering & Computer Science, Massachusetts Institute of Technology
- Enjoys candlelit dinners and long walks on the beach



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Google

Asking the Right Questions



Google

Calculating Simon's Next Year Comp

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CompGenie

Google

- What?

[REDACTED]

- Why?

[REDACTED]

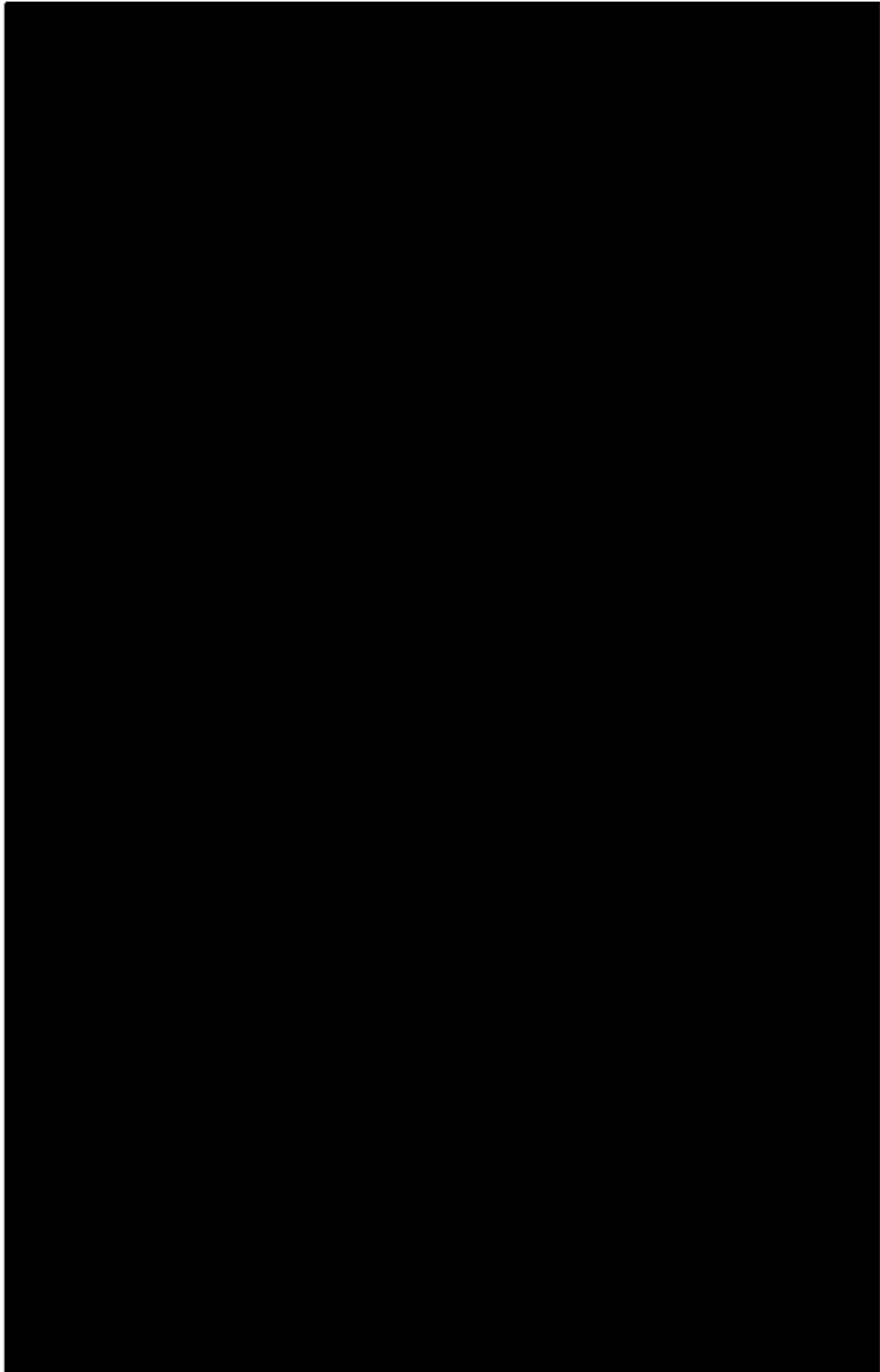
- Features:

[REDACTED]

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Google

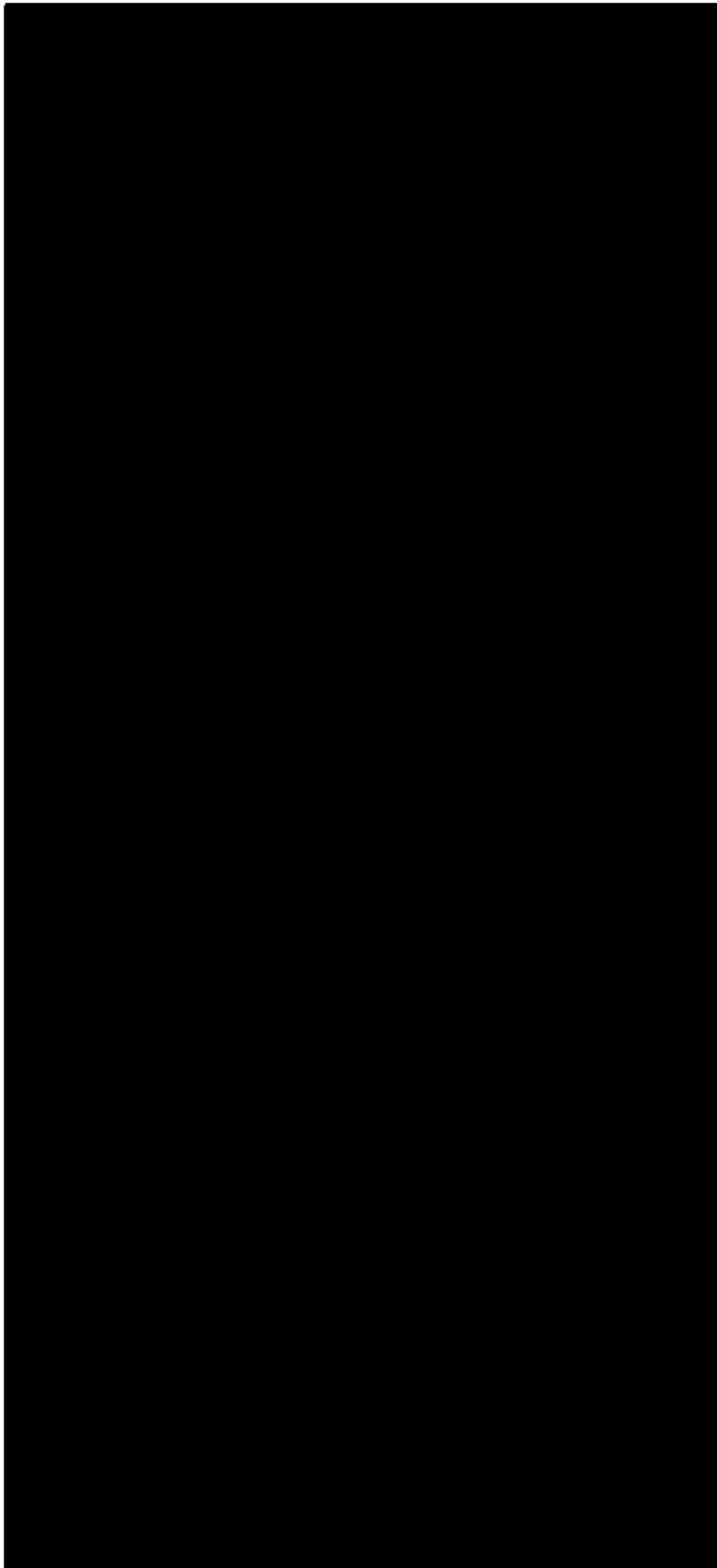
CompGenie Demo



Compiling Process

Google

Comp Process Flow



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Exceptions to the Hiring Process

Google

- If a candidate has an competing offer that expires before the candidate would move all the way through the normal offer review process he/she may be eligible for **Offline Approval**

• Offline Approvals



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Communicating the Offer

CompModeling Tool, Framing the Offer, Renegotiation

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CompModeling Tool

Google

- What?

[REDACTED]

- Why?

[REDACTED]

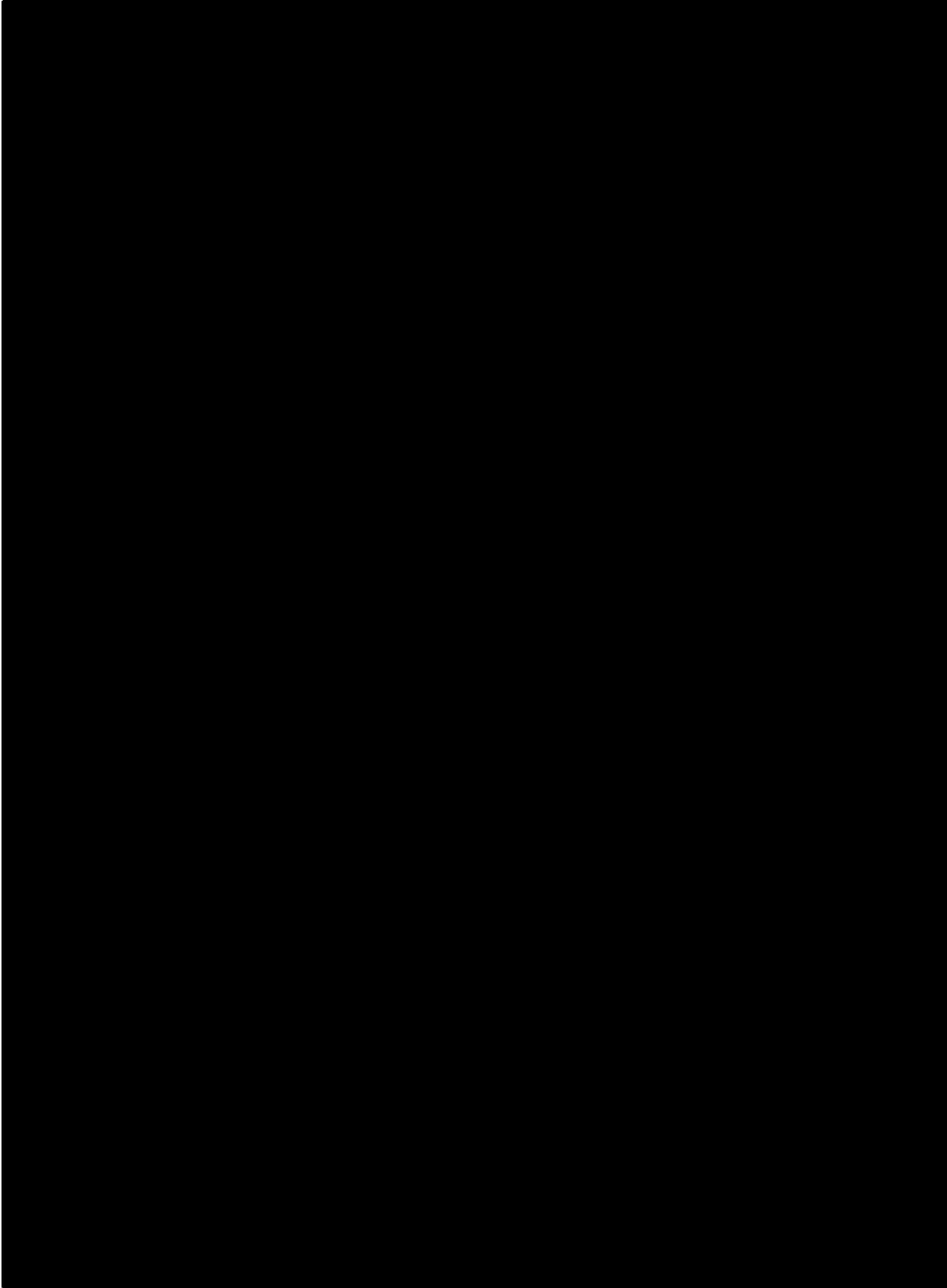
- Features:

[REDACTED]

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Google

CompModeling Tool Demo



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Framing Simon Candidate's Offer

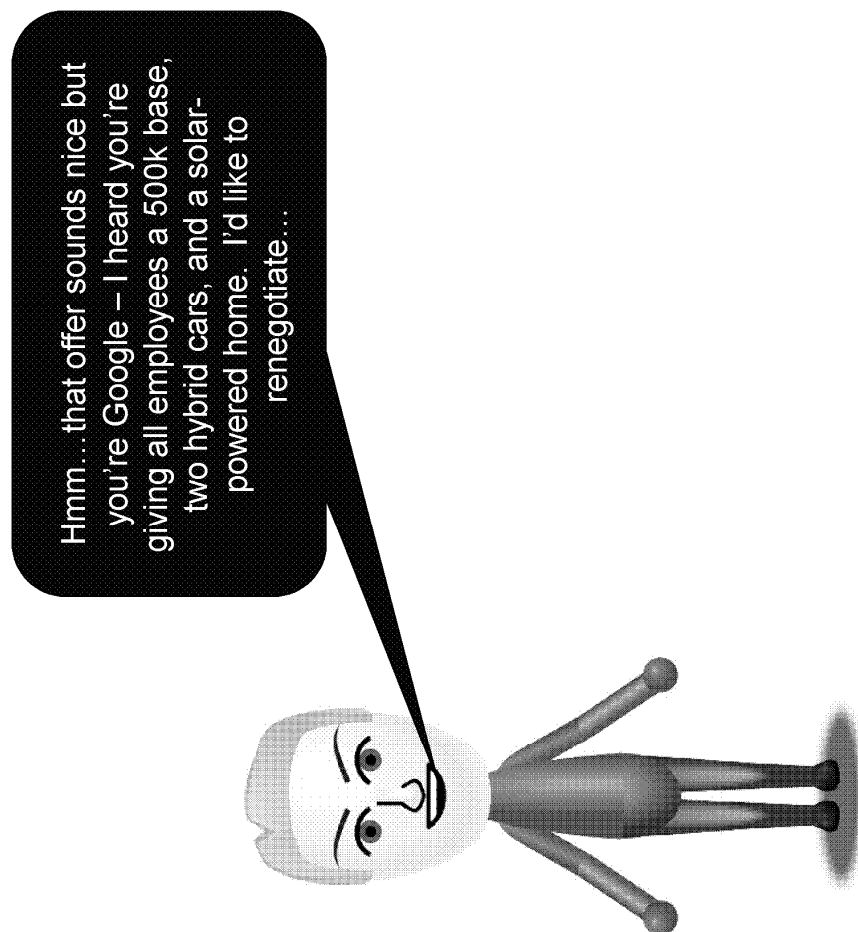
Google

- Total Compensation
- Pay for Performance
 - Salary Increases
 - Bonus Awards
 - Equity Refresh
- Leveraged Comp

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Candidate Renegotiation

Google

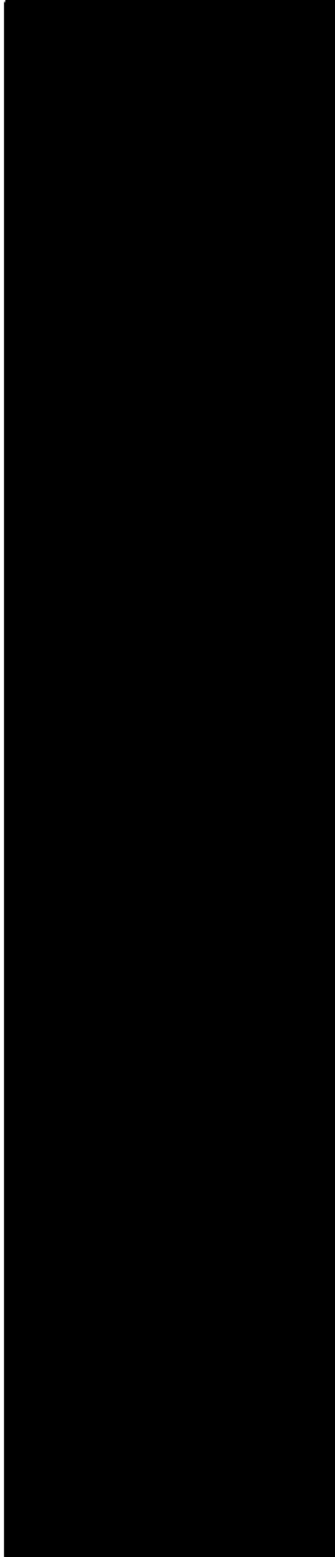


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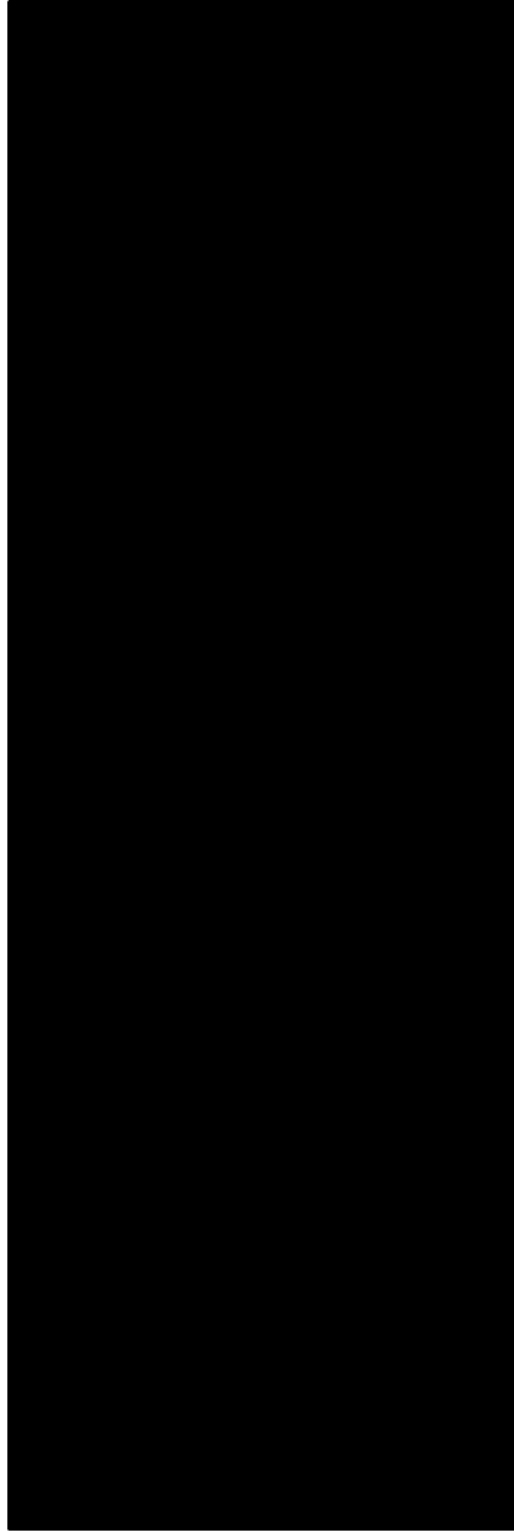
Candidate Renegotiation

Google

Overview



Process



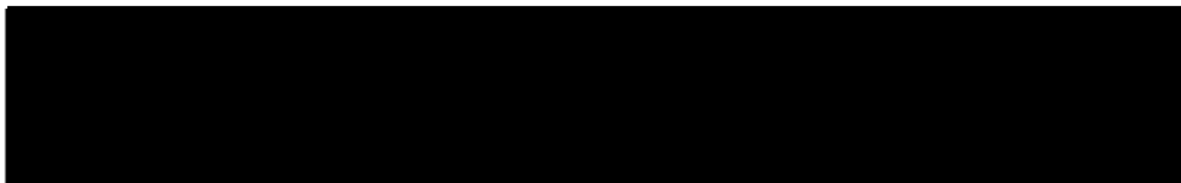
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Google[™] Questions?

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Slide Notes

Slide 4:



Slide 5:

Recently two compensation tools were created to help economize and expedite the comping process. These two tools, called the Comp Genie (CG) and the CompModeling Tool (CMT) will hopefully address many of the common questions that you all have – thereby making all of our lives better .

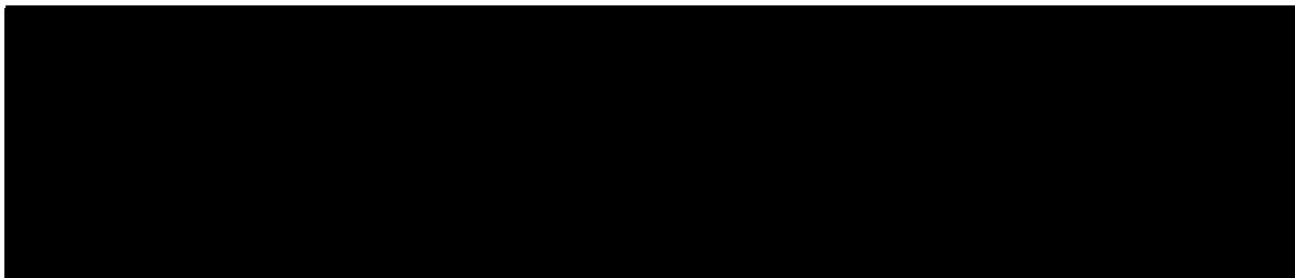
Slide 6:

The objectives are to bring you as recruiters up to speed on the best practices on preparing and communicating an offer, become proficient in manually calculating total comp, and introduce the new tools that have been developed in cross functional project with Analytics, Recruiting, and Compensation, as well as how to deal with common questions or pushback from candidates.

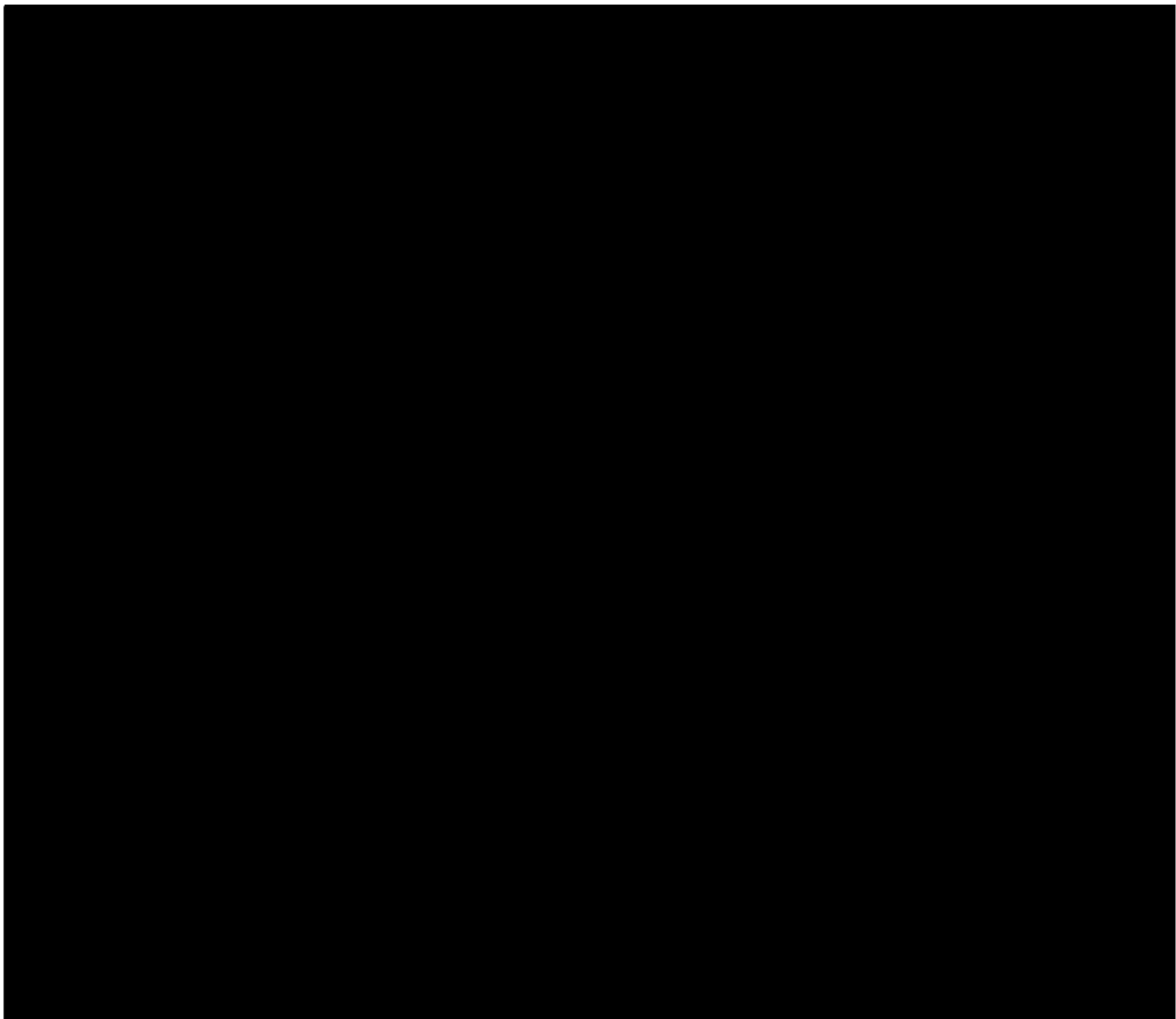
Slide 8:

Meet Simon Candidate. Simon isn't unlike many of our candidates. He has solid work experience from Sun Microsystems, Yahoo! and Lockheed Martin. He has a solid educational background from MIT. He's also a Cancer who enjoys candlelit dinners and long walks on the beach. Simon is quite the catch.

Slide 9:



Slide Notes



Slide 10:

Now that we've gathered Simon's current and competing compensation information we are going to practice calculating his total value transfer. For this example we will assume that Google has also already proposed an offer to Simon. I'm going to need everyone to break up into smaller groups and work out the Total Target Cash, Total Option Value, Total Stock Units Value, and Total Value Transfer for Simon's current, competing and Google offer. We'll reconvene in about 15 minutes to discuss.

Slide Notes

Keep in mind a few things...

We are calculating comp only for Simon's FIRST year

The TSO program should not be factored into your calculations

The 15% growth rate should not be calculated for the current offer that vests in 3 months

Questions:

Why might the cliff date and date of the next bonus payment be significant?

What is the vesting schedule for each of the offers? How do you know this?

How would the TSO Program affect Google's value proposition?

Slide 11:

Comp genie is a web based tool to help lead recruiters determine comp packages for candidates

The compgenie rolls out on Friday 2/22 to the piloted areas listed here. A larger rollout with ROW is scheduled for early May.

Slide 12:

Make sure to display locations, job code, stock price, whether or not a new grad, need current/competing country to compare, needs to be same currency for all, cannot use E1 or E2 (non-US job codes) for US jobs and vice versa, recruiter needs to put in value of equity, not # of shares....can use same equity value calc as in earlier exercise.

Slide Notes

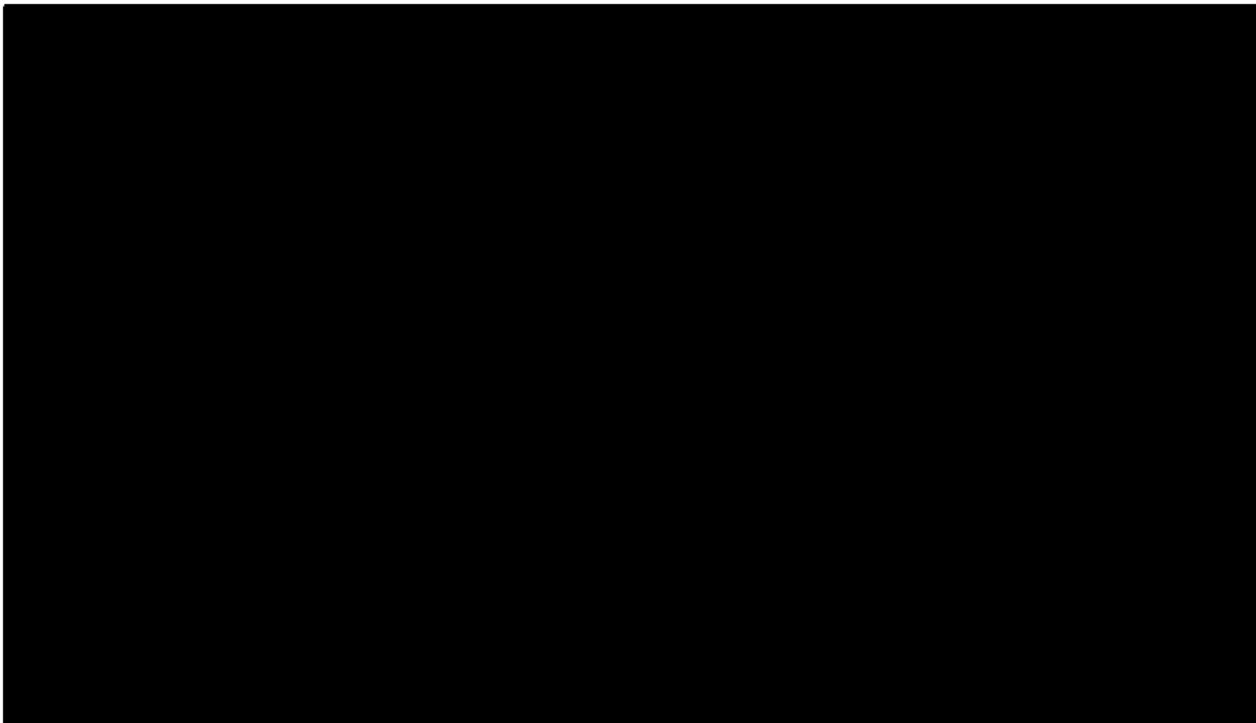
Slide 13:



Slide 16:

This tool is different from compgenie. It's available to all recruiters, it can be pdf'd and sent to candidate: it models the potential 4 year value of an offer.

Slide 17:



Slide Notes



Slide 18:



Slide 20:

